

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

**M. DIANE KOKEN, in her official capacity as
Insurance Commissioner of the Commonwealth
of Pennsylvania, as Liquidator of RELIANCE
INSURANCE COMPANY (IN LIQUIDATION)**

Plaintiff,

V.

GPC INTERNATIONAL, INC.

Defendant.

C.A. No. 05-223 (SLR)

GPC INTERNATIONAL, INC.

Third-Party Plaintiff,

V.

ZURICH-AMERICAN INSURANCE
COMPANY

Third-Party Defendant.

STIPULATION AND ORDER DISMISSING ACTION

WHEREAS, Plaintiff, M. Diane Koken, in her official capacity as Insurance Commissioner of the Commonwealth of Pennsylvania, as Liquidator of Reliance Insurance Company (in Liquidation), and Defendant, GPC International, Inc., have entered into a Settlement Agreement dated as of September 6, 2006 whereby they have settled all claims for relief alleged by Plaintiff against Defendant in the above-entitled action;

IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned attorneys for the parties hereto, pursuant to Rule 41(a)(2), Fed.R.Civ.P., that, subject to the

approval of the Court, (a) the above-entitled-action brought by Plaintiff against Defendant and all claims for relief in Plaintiff's Complaint therein are dismissed with prejudice, (b) the Court shall retain jurisdiction over, and to enforce, the aforesaid Settlement Agreement between Plaintiff and Defendant, and (c) the above-entitled third-party action brought by Defendant against Third-Party Defendant Zurich-American Insurance Company and all claims for relief in Defendant's Third-Party Complaint therein are dismissed without prejudice.

Dated: October 18, 2006

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Company*

IT IS SO ORDERED this _____ day of _____, 2006.

Chief Judge Sue L. Robinson